



**New Jersey Department of State
Division of Commercial Recording
Certificate of Incorporation, Profit**
(Title 14A:2-7 New Jersey Business Corporation Act
For Use by Domestic Profit Corporations)

C-100 Rev. 7/92
FILED

SEP 23 1993

DEPARTMENT OF STATE
DIVISION OF COMMERCIAL RECORDING

This is to Certify that, there is hereby organized a corporation under and by virtue of the above noted statute of the New Jersey Statutes.

1. Name of Corporation: DAI International, Inc.
2. The purpose for which this corporation is organized is (are) to engage in any activity within the purposes for which corporations may be organized under NJSA 14A 1-1 et seq:
3. Registered Agent: Hugh E. DeFazio, Jr.
4. Registered Office: 18 West Blackwell Street
Dover, New Jersey 07801
5. The aggregate number of shares which the corporation shall have authority to issue is: 100
6. If applicable, set forth the designation of each class and series of shares, the number in each, and a statement of the relative rights, preferences and limitations.
7. If applicable, set forth a statement of any authority vested in the board to divide the shares into classes or series or both and to determine or change their designation number, relative rights, preferences and limitations.
8. The first Board of Directors shall consist of _____ Directors (minimum of one).

Name	Street Address	City	State	Zip
Hugh DeFazio, Jr.	18 West Blackwell Street	Dover,	New Jersey	07801
9. Name and Address of Incorporator(s):

Name	Street Address	City	State	Zip
Shawn K. Laurenti	18 West Blackwell Street	Dover,	NJ	07801
10. The duration of the corporation is: Perpetual
11. Other provisions:
12. Effective Date (Not to exceed 90 days from date of filing):

In Witness whereof, each individual incorporator being over eighteen years of age has signed this certificate, or if the Incorporator is a corporation has caused this Certificate to be signed by its duly authorized officers this 23 day of September 1993.

Signature: Shawn K. Laurenti Signature: _____

Signature: _____ Signature: _____

RECEIVED
DEPT OF JUSTICE
CRIMINAL DIVISION
93 DEC -3 AM 11:54
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

Instructions: Type all information except signatures.
Form must be completed in full and filed in duplicate.
The original document will be retained by the Division of Commercial Recording.

I, The Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of CERTIFICATE OF Incorporation compared with the original filed in my office on the 23 day of Sep., A.D. 1993 and now remaining on file and

Remittance: \$100.00 (Check or Money Order should be signed and made payable to the Secretary of State, and be submitted with the document to be filed)

Mail To: Department of State
Division of Commercial Recording CN 308
Trenton, NJ 08625



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this day 23 of Sep., A.D. 1993

SECRETARY OF STATE

Information on Certificate of Incorporation
(For Use by Domestic Profit Corporations Only)
Title 14A: 2-7 New Jersey Business Corporation Act

Daniel J. Dalton

1. **NAME OF CORPORATION:** Name must include: Incorporation, Inc., Corporation, Corp., Company, Co., or Ltd. (WARNING: This information does not apply to nonprofit corporations which are filed per Title 15A). Name must be available. Call (609) 530-8312 for immediate telephone availability with payment by VISA, MasterCard, or Depository Account.
2. **PURPOSE:** Additional information is optional.
3. **REGISTERED AGENT:** Designate one person as registered agent.
4. **REGISTERED OFFICE:** Address must be in New Jersey and be a street address. Post Office Box may be included only if same city and zip as street address.
5. **SHARES:** Must have minimum of one share.
6. **IF APPLICABLE:** Complete only if applicable.
7. **IF APPLICABLE:** Complete only if applicable.
8. **BOARD OF DIRECTORS:** List at least one director and address. Need not be a New Jersey address.
9. **INCORPORATORS:** List at least one incorporator and address. All incorporators must sign document, no other signatures may appear.
10. **DURATION:** State length of time corporation is to exist. Perpetual, unlimited, or forever is acceptable.
11. **PROVISIONS:** Additional information is optional.
12. **EFFECTIVE DATE:** The earliest date available is date received. The effective date can be up to 90 days after date of filing. Unless otherwise noted, the date of filing will be the date received.

IN TESTIMONY WHEREOF: Give date of the signing of the document by each incorporator.

SIGNATURE: Must be the original signature of each incorporator, listed in #9 only.

THE PURPOSE OF THIS FORM IS TO SIMPLIFY THE FILING REQUIREMENTS OF THE SECRETARY OF STATE AND DOES NOT REPLACE THE NEED FOR COMPETENT LEGAL ADVICE.

REMINDER: An Annual Report will be sent to the registered agent prior to the anniversary date of the corporation. Corporations failing to file will become revoked.

**CERTIFICATE OF AMENDMENT TO THE CERTIFICATION OF INCORPORATION
OF DAI INTERNATIONAL, INC.**

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: **DAI International, inc.**
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 1 day of November, 1993.

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows:

DEFAZIO AND ASSOCIATES INTERNATIONAL, INC.

3. The number of shares outstanding at the time of the adoption of the amendment was 100. The total number of shares entitled to vote thereon was 100.
4. The number os shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively.)

Number of Shares Voting for Amendment

100

Number of Shares Voting Against Amendment

0

5. The effective date of this amendment to the Certification of Incorporation shall be November 1, 1993.

Dated this 1 day of December, 1993.

DeFazio and Associates International, Inc.
Corporate Name

BY: _____

Signature

Name and Title